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Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - -	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	Case No. 08-35653 (KRH)
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	x	

**SUPPLEMENTAL ORDER PURSUANT TO BANKRUPTCY CODE
SECTIONS 105(a), 506(a), 507(a)(8), 541, AND 1129
AUTHORIZING THE DEBTORS TO PAY PREPETITION SALES, USE,
TRUST FUND AND OTHER TAXES AND RELATED OBLIGATIONS**

Upon the supplemental motion (the "Motion")¹ of
the Debtors for an order, pursuant to Bankruptcy Code

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

sections 105(a), 506(a), 507(a)(8), 541, and 1129 authorizing, but not directing, the Debtors to pay the Taxes to the appropriate Taxing Authorities; and the Court having entered the First Day Order, which authorized the Debtors to pay the Taxes up to \$22 million; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.
2. The First Day Order shall remain in full force and effect.
3. The First Day Order shall be supplemented solely to authorize, but not direct, the Debtors to pay additional sales, use, trust fund and other taxes and

related obligations incurred prior to the Petition in an additional amount of approximately \$13 million.

4. All provisions of the First Day Order not inconsistent herewith are hereby incorporated by reference as if fully set forth herein.

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

Dated: Richmond, Virginia
November __, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I
hereby certify that the foregoing proposed order has
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley